

Jeffrey R. Gleit, Esq.
Brett D. Goodman, Esq.
ARENTFOX SCHIFF LLP
1301 Avenue of the Americas
Floor 42
New York, NY 10019-6040
Telephone: (212) 484-3900
Facsimile: (212) 484-3990
Jeffrey.Gleit@afslaw.com
Brett.Goodman@afslaw.com

Special Counsel for Voyager Digital Holdings, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: :
VOYAGER DIGITAL HOLDINGS, : Chapter 11
INC. et al.,¹ :
Debtors. : Case No. 22-10943 (MEW)
: (Jointly Administered)
:

**FOURTH MONTHLY FEE STATEMENT OF ARENTFOX SCHIFF LLP,
SPECIAL COUNSEL FOR VOYAGER DIGITAL HOLDINGS, INC., FOR
INTERIM ALLOWANCE OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES FOR SERVICES RENDERED DURING THE
PERIOD FROM FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

Name of Applicant:	ArentFox Schiff LLP
Authorized to Provide Professional Services to:	Special Counsel for Voyager Digital Holdings, Inc.
Date of Retention:	January 24, 2023 (<i>Nunc Pro Tunc</i> to November 10, 2022)
Period for which Compensation and Reimbursement is Sought:	February 1, 2023 through February 28, 2023

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Voyager Digital Holdings, Inc. (7687); Voyager Digital Ltd. (N/A); and Voyager Digital, LLC (8013). The location of the Debtors' principal place of business is 33 Irving Place, Suite 3060, New York, NY 10003.

Total Fees Requested in this Statement by ArentFox Schiff:	\$64,611.20 (80% of \$80,764.00)
Total Expenses Requested in this Statement by ArentFox Schiff:	\$93.50
Total Fees and Expenses Requested in this Statement:	\$64,704.70

This is a(n) X monthly ____ interim ____ final application. No prior application was filed for this Fee Period.

[Remainder of Page Left Intentionally Blank]

Pursuant to sections 327, 330, and 331 of chapter 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Authorizing the Retention and Employment of ArentFox Schiff LLP as Special Counsel Effective as of November 10, 2022* dated January 24, 2023 [Docket No. 905], and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, dated August 4, 2022 [Docket No. 236] (the “Interim Compensation Order”), the law firm of ArentFox Schiff LLP (“ArentFox Schiff” or the “Firm”), Special Counsel for Voyager Digital Holdings, Inc. (“Voyager Holdings” or the “Debtor”), hereby submits this monthly fee statement (the “Monthly Fee Statement”) for: (a) interim allowance of \$80,764.00 for reasonable compensation for the actual, necessary legal services ArentFox Schiff rendered to the Debtor during the period from February 1, 2023 through February 28, 2023 (the “Fee Period”); (b) compensation in the amount of \$64,611.20, which is equal to 80% of the total amount of reasonable compensation for the actual, necessary legal services ArentFox Schiff rendered to the Debtor during the Fee Period (*i.e.*, \$80,764.00); and (c) reimbursement for the actual and necessary expenses incurred by ArentFox Schiff during the Fee Period in the amount of \$93.50.

Itemization of Services Rendered and Disbursements Incurred

1. In support of this Monthly Fee Statement, attached are the following exhibits:
 - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by ArentFox Schiff’s attorneys and paraprofessionals during the Fee Period with respect to each of the subject matter categories established by ArentFox Schiff in accordance with its internal billing procedures. ArentFox Schiff requests compensation in the amount of \$64,611.20 for the actual, reasonable and necessary legal services rendered to the Debtor during the Fee Period, which is equal to 80% of the total amount of reasonable compensation for the actual, necessary legal

services ArentFox Schiff rendered to the Debtor during the Fee Period (i.e., \$80,764.00).

- **Exhibit B** is a schedule providing certain information regarding the ArentFox Schiff attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of ArentFox Schiff have expended a total of 88.70 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit C** is a schedule setting forth the total amount of reimbursement sought with respect to each category of expenses for which ArentFox Schiff is seeking reimbursement in this Monthly Fee Statement.
- **Exhibit D** consists of ArentFox Schiff's time detail and records of fees and expenses incurred during the Fee Period.

Notice

2. Pursuant to the Interim Compensation Order, notice of this Monthly Fee Statement has been served upon (i) Voyager Digital Holdings, Inc., 33 Irving Place, Suite 3060, New York, New York 10003, Attn: David Brosigol, Esq. and Brian Nistler, Esq.; (ii) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, P.C., Christopher Marcus, P.C., Christine A. Okike, P.C., and Allyson B. Smith, Esq.; (iii) United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Richard Morrissey, Esq. and Mark Bruh, Esq.; and (iv) counsel to the Official Committee of Unsecured Creditors, McDermott Will & Emery LLP, One Vanderbilt Avenue, New York, New York 10017, Attn: Darren Azman, Esq. (collectively, the "Application Recipients").

WHEREFORE, ArentFox Schiff respectfully requests: (a) interim allowance of \$80,764.00 for the reasonable compensation of actual, necessary legal services ArentFox Schiff rendered to the Debtor during the Fee Period; (b) compensation in the amount of \$64,611.20, which is equal to 80% of the total amount of reasonable compensation for actual, necessary legal services ArentFox Schiff rendered to the Debtor during the Fee Period (*i.e.*, \$80,764.00); and (c) reimbursement for the actual and necessary expenses incurred by ArentFox Schiff during the Fee Period in the amount of \$93.50; and further requests such other and further relief as this Court deems necessary and just.

Dated: March 24, 2023
New York, New York

ARENTFOX SCHIFF LLP

/s/ Jeffrey R. Gleit
Jeffrey R. Gleit, Esq.
Brett D. Goodman, Esq.
1301 Avenue of the Americas
Floor 42
New York, NY 10019-6040
Telephone: (212) 484-3900
Facsimile: (212) 484-3990
Jeffrey.Gleit@afslaw.com
Brett.Goodman@afslaw.com

Special Counsel for Voyager Digital Holdings, Inc.

EXHIBIT A

**SUMMARY OF FEES BY SUBJECT MATTER
FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

Project Category	Hours Billed	Fees Billed
Petition, Schedules, First Day Orders (01)	0.00	\$0.00
Case Management and Operating Reports (02)	0.00	\$0.00
Corporate and Business Matters (03)	0.00	\$0.00
Investigation, Due Diligence, Analysis (04)	65.40	\$63,152.00
Committee and Debtor Communications (05)	0.00	\$0.00
Creditor Information Sharing and 1102 Services (06)	0.00	\$0.00
Creditor Inquiries (07)	0.00	\$0.00
Sale and Disposition of Assets (08)	0.00	\$0.00
Asset Analysis and Recovery (09)	0.00	\$0.00
Claims Administration and Objections (10)	0.00	\$0.00
Miscellaneous Motions and Objections (11)	0.00	\$0.00
Adversary Proceedings (12)	0.00	\$0.00
Professional Retention (13)	0.00	\$0.00
Fee Applications (14)	19.40	\$13,324.00
Cash Collateral and DIP Financing (15)	0.00	\$0.00
Disclosure Statement and Plan Matters (16)	3.90	\$4,288.00
Wage Employee Benefits, Severance, Pensions (17)	0.00	\$0.00
Real Estate (18)	0.00	\$0.00
Automatic Stay and Section 362 and 363 Matters (19)	0.00	\$0.00
Equipment Lessors and Non Real Estate Leases (20)	0.00	\$0.00
Utilities and Regulatory Matters (21)	0.00	\$0.00
Chapter 5 Litigation, Collection, Investigation (22)	0.00	\$0.00
Executory Contracts and Related Matters (23)	0.00	\$0.00
Tax (Federal, State, Local and Corporate) (24)	0.00	\$0.00
NOL's and Tax Attributes (25)	0.00	\$0.00
Plan or Restructuring Support Agreement (26)	0.00	\$0.00
Environmental Matters (27)	0.00	\$0.00
Debtor Communications/Negotiations (28)	0.00	\$0.00
Travel (29)	0.00	\$0.00
TOTAL:	88.70	\$80,764.00

EXHIBIT B

COMPENSATION BY TIMEKEEPER
FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023

Name of Professional Person	Position, Year Assumed Position, Prior Relevant Experience, Year of Obtaining Relevant License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Jeffrey R. Gleit	Joined firm as a Partner in 2022. Member of NY bar since 2001. Bankruptcy & Financial Restructuring Group.	\$1,120	25.40	\$28,448.00
Brett D. Goodman	Joined firm as a Partner in 2021. Member of NJ bar since 2006. Member of NY bar since 2007. Bankruptcy & Financial Restructuring Group.	\$1,040	7.40	\$7,696.00
Allison H. Weiss	Joined firm as Counsel in 2022. Member of NY bar since 1995. Bankruptcy & Financial Restructuring Group.	\$1,015	14.90	\$15,123.50
Nicholas A. Marten	Joined firm as an Associate in 2016. Member of the NY bar since 2012. Bankruptcy and Financial Restructuring Group.	\$835	13.10	\$10,938.50
Patrick Feeney	Joined firm as an Associate in 2021. Member of NY bar since 2018. Bankruptcy & Financial Restructuring.	\$740	19.20	\$14,208.00
Lisa Indelicato	Bankruptcy Senior Paralegal Specialist.	\$500	8.70	\$4,350.00
TOTAL:			88.70	\$80,764.00

Blended Rate: \$955.18¹

¹ The Blended Rate excludes paraprofessionals' time

EXHIBIT C

SUMMARY OF EXPENSES
FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023

Expense Category	Service Provider (if applicable)	Total Expenses
Messenger Service	Avant Business Services	\$23.50
Other	CourtSolutions LLC	\$70.00
TOTAL		\$ 93.50

Detailed descriptions of ArentFox Schiff's expenses are included in **Exhibit D** to this Monthly Fee Statement.

EXHIBIT D

INVOICE



ArentFox
Schiff

Scott Vogel
33 Irving Plaza
Suite 3060
New York, NY 10003

Invoice Number 2210689
Invoice Date 03/21/2023
Client Number 044261

For Professional Services Rendered Through: February 28, 2023

<u>No</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.00	93.50
00004	Investigation, Due Diligence and Analysis	65.40	63,152.00
00014	Fee Applications	19.40	13,324.00
00016	Disclosure Statement and Plan Matters and Solicitation	3.90	4,288.00
Totals		88.70	80,857.50

044261 Vogel, Scott

Invoice Number 2210689

Page 2

March 21, 2023

Time Summary

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<u>Partner</u>			
Jeffrey R. Gleit	25.40	1,120.00	28,448.00
Brett D. Goodman	7.40	1,040.00	7,696.00
<u>Of Counsel</u>			
Allison H. Weiss	14.90	1,015.00	15,123.50
<u>Associate</u>			
Nicholas A. Marten	13.10	835.00	10,938.50
Patrick Feeney	19.20	740.00	14,208.00
Blended Rate for Attorneys: \$955.18			
<u>Paralegal</u>			
Lisa A. Indelicato	8.70	500.00	4,350.00
Totals	88.70		80,764.00

Taxpayer Identification Number: 53-0214923 Due Upon Receipt

THIS STATEMENT CONTAINS INFORMATION PROTECTED BY THE ATTORNEY-CLIENT AND/OR ATTORNEY WORK PRODUCT PRIVILEGES.

044261 Vogel, Scott

Invoice Number 2210689

Page 3

March 21, 2023

Summary of Disbursements:

Messenger Service	23.50
Other	<hr/> 70.00
Totals	93.50

044261 Vogel, Scott
00000 General
March 21, 2023

Invoice Number 2210689

Page 4

For Professional Services Rendered Through: February 28, 2023

Re: General

For Disbursements:

Messenger Service

02/28/23	Avant Business Services - Messenger Service Messenger service	23.50
	Messenger Service	23.50

Other

01/24/23	Other Jeff Gleit – Telephonic Hearing on 1/24/2023 - Court Solutions	70.00
	Other	70.00

Disbursement Total	93.50
Current Disbursements	\$93.50
Subtotal For This Matter	\$93.50

044261 Vogel, Scott
 00004 Investigation, Due Diligence and Analysis
 March 21, 2023

Invoice Number 2210689

Page 5

For Professional Services Rendered Through: February 28, 2023

Re: Investigation, Due Diligence and Analysis

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/01/23	Allison H. Weiss	Review and revise intercompany presentation (2.0); conf w/ J. Gleit and N. Marten re same (.3); confer separately w/ N. Marten re same (1.1).	3.40	3,451.00
02/01/23	Jeffrey R. Gleit	Revise S. Vogel presentation (1.4); conferences with A. Weiss and N. Marten re revisions to same (.3); revise settlement scenario chart (.4).	2.10	2,352.00
02/01/23	Nicholas A. Marten	Review and revise issue client analysis (4.5) confer w/ A. Weiss and J. Gleit re same (.3); confer separately w/ A. Weiss re same (1.1).	5.90	4,926.50
02/02/23	Allison H. Weiss	Review emails from client (.1); confs with P. Feeney and N. Marten re revisions to intercompany slides (.3); review emails and documents re same (.5); draft email re outstanding issues (.2); review revisions to intercompany slides (2.2).	3.30	3,349.50
02/02/23	Jeffrey R. Gleit	T/C's with S. Rochester re status and next steps (.4); respond to questions from S. Vogel (.3); review committee objection (.3); t/c's with R. Howell re intercompany transactions (.3); t/c's with K. Scherling re settlements with all three entities (.5); t/c with K. Sherling and S. Rochester re settlement (.2); revise S. Vogel book (.8); t/c with S. Vogel re status (.4).	2.70	3,024.00
02/02/23	Nicholas A. Marten	Review and revise issue client analysis (4.0) confer with P. Feeney and A. Weiss re same (.3).	4.30	3,590.50
02/02/23	Patrick Feeney	Confer w/ N. Marten and A. Weiss re: revisions to presentation to S. Vogel.	0.30	222.00
02/03/23	Allison H. Weiss	Review and revise intercompany slides and supporting documents (1.3); confer with J. Gleit and N. Martin re same (.3); confer separately w/ N. Marten re same (1.0).	2.60	2,639.00
02/03/23	Jeffrey R. Gleit	Revise Vogel presentation (.9); confer with	1.20	1,344.00

044261 Vogel, Scott
 00004 Investigation, Due Diligence and Analysis
 March 21, 2023

Invoice Number 2210689

Page 6

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		A. Weiss and N. Marten re same (.3).		
02/03/23	Nicholas A. Marten	Review and revise issue client analysis (1.6); confer w/ A. Weiss and J. Gleit regarding the same (.3); confer separately with A. Weiss re same (1.0).	2.90	2,421.50
02/06/23	Jeffrey R. Gleit	T/C's with K. Sherling re settlement scenarios (.7); t/c with R. Howell re status (.2); t/c with S. Vogel re same (.2); t/c with K. Sherling and Katten re settlement (1.3); t/c with C. Okike re plan (.3); research re potential plan objection (.5).	3.20	3,584.00
02/06/23	Lisa A. Indelicato	Arrange creation of shared client folder.	0.10	50.00
02/06/23	Patrick Feeney	Review revised presentation to S. Vogel.	0.30	222.00
02/07/23	Allison H. Weiss	Draft resolution re settlement with TopCo and OpCo; review independent director engagement letter and prior company resolutions (1.3); confs w/ J. Gleit re same (.3); confs with P. Feeney re research issues (.2).	2.80	2,842.00
02/07/23	Jeffrey R. Gleit	Review new recovery scenario chart (.2); emails re revisions to same (.2); t/c with Katten and K. Scherling re settlement (.5); t/c with K. Hill re information for settlement (.2); t/c with R. Howell re same (.2); t/c's with K. Scherling re same (.5); t/c with A. Weiss re resolution (.3); review info provided by Katten (.4).	2.50	2,800.00
02/07/23	Patrick Feeney	Review company board resolutions (.8); research case law re: recharacterization standards (5.2); confer w/ A. Weiss re same (.2).	6.20	4,588.00
02/08/23	Allison H. Weiss	Review research re recharacterization and follow-ups with P. Feeney re same.	0.90	913.50
02/08/23	Brett D. Goodman	Review of research from P. Feeney on recharacterization standard of proof.	0.40	416.00
02/08/23	Patrick Feeney	Research case law re: recharacterization standards.	2.50	1,850.00
02/09/23	Brett D. Goodman	Perform review of Rules regarding scheduled claims under Rule 3003 and presumption of validity (.4); review of Schedules in connection with same (.2); draft and prepare updates to presentations to address same (.2); confer w/ J. Gleit re	1.00	1,040.00

044261 Vogel, Scott
 00004 Investigation, Due Diligence and Analysis
 March 21, 2023

Invoice Number 2210689

Page 7

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		status and new assignments (.2).		
02/09/23	Jeffrey R. Gleit	T/C with K. Scherling re status of settlement negotiations with TopCo (.2); review Katten diligence (.5); t/c with B. Goodman re status and new assignments (.2); comment on updated Vogel book (3.).	1.20	1,344.00
02/10/23	Allison H. Weiss	Review and revise supplemental slide.	0.20	203.00
02/10/23	Brett D. Goodman	Call with independent directors' counsel re TopCo director proposal (.7); follow-up call with J. Gleit re same (.2); follow-up w/ K. Scherling re same (.2); update presentation in connection with interest accrual on debtors' books and records (.4).	1.50	1,560.00
02/10/23	Jeffrey R. Gleit	Review due diligence (.3); participate on settlement call with Katten and Quinn (.7); t/c with K. Scherling re same (.2); t/c with B. Goodman (.2); review settlement scenarios (.2).	1.60	1,792.00
02/13/23	Allison H. Weiss	Review revised presentation.	0.10	101.50
02/13/23	Jeffrey R. Gleit	Participate on settlement call with Quinn and Katten teams (.3); review Voyager customer contract (.2); t/c with S. Vogel re settlement (.3); t/c with K. Scherling re same (.2); t/c with P. Farley and M. Renzi re 3AC claims (.3).	1.30	1,456.00
02/14/23	Allison H. Weiss	Review and revise presentation.	0.80	812.00
02/14/23	Brett D. Goodman	Prepare revisions to book regarding Committee position and other recommendations (.4); further discussion with P. Feeney regarding updates (.1).	0.50	520.00
02/14/23	Jeffrey R. Gleit	T/C with C. Marcus re 3AC claims (.2); review updated recovery scenarios (.2); t/c with S. Vogel re potential settlement (.3); revise presentation based upon BRG discussion and 3AC recovery (.9).	1.60	1,792.00
02/14/23	Patrick Feeney	Revise independent director deck per proposed comments from J. Gleit (1.4); discuss w/ B. Goodman (.1).	1.50	1,110.00
02/15/23	Allison H. Weiss	Review and revise PowerPoint (.6); confs with B. Goodman and P. Feeney re same (.2).	0.80	812.00
02/15/23	Brett D. Goodman	Review of updates regarding proposals	0.60	624.00

044261 Vogel, Scott
 00004 Investigation, Due Diligence and Analysis
 March 21, 2023

Invoice Number 2210689

Page 8

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
		with Opco and structuring for presentation and related recommendations (.4); confer with P. Feeney and A. Weiss regarding same (.2).		
02/15/23	Jeffrey R. Gleit	Revise presentation to S. Vogel (.5); t/c with K. Scherling re settlement status (.2).	0.70	784.00
02/15/23	Patrick Feeney	Revise independent director deck per proposed comments from J. Gleit (.6); discuss w/ A. Weiss and B. Goodman (.2).	0.80	592.00
02/16/23	Jeffrey R. Gleit	Revise presentation.	0.20	224.00
02/19/23	Jeffrey R. Gleit	Review 3AC primer (.5); emails with M. Vaughn re same (.1).	0.60	672.00
02/21/23	Jeffrey R. Gleit	T/C with M. Vaughn re 3AC settlement analysis.	0.20	224.00
02/22/23	Jeffrey R. Gleit	T/C with S. Rochester re status and next steps with respect to settlement negotiations (.3); review plan supplement documents (.4); review FTX stipulation (.2).	0.90	1,008.00
02/23/23	Brett D. Goodman	Confer with J. Gleit on updates in discussions regarding claims.	0.10	104.00
02/23/23	Jeffrey R. Gleit	Confer w/ B. Goodman on updates in discussions regarding claims.	0.10	112.00
02/24/23	Jeffrey R. Gleit	T/C's with K. Scherling re potential settlement (.4); t/c with Quinn and Katten teams re settlement (.4); t/c with S. Vogel re settlement status (.2).	1.00	1,120.00
02/28/23	Jeffrey R. Gleit	Review updated BRG 3AC analysis.	0.50	560.00
Fee Total			65.40	\$63,152.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Jeffrey R. Gleit	21.60	1,120.00	24,192.00
Brett D. Goodman	4.10	1,040.00	4,264.00
Allison H. Weiss	14.90	1,015.00	15,123.50
Nicholas A. Marten	13.10	835.00	10,938.50
Patrick Feeney	11.60	740.00	8,584.00
Lisa A. Indelicato	0.10	500.00	50.00

044261 Vogel, Scott

00004 Investigation, Due Diligence and Analysis

March 21, 2023

Invoice Number 2210689

Page 9

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Timekeeper Summary Total	65.40		63,152.00
Current Fees			\$63,152.00
Subtotal For This Matter			\$63,152.00

044261 Vogel, Scott
 00014 Fee Applications
 March 21, 2023

Invoice Number 2210689
 Page 10

For Professional Services Rendered Through: February 28, 2023

Re: Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/01/23	Patrick Feeney	Review and summarize interim compensation procedures.	0.40	296.00
02/03/23	Lisa A. Indelicato	Review interim compensation procedures order (.2); summarize procedures and deadlines (.3).	0.50	250.00
02/08/23	Lisa A. Indelicato	Correspond with P. Feeney regarding AFS invoices.	0.10	50.00
02/08/23	Patrick Feeney	Review and revise pro forma for AFS representation (.6); confer w/ L. Indelicato re same (.1).	0.70	518.00
02/10/23	Brett D. Goodman	Correspondence and comments in connection with fee statement.	0.30	312.00
02/10/23	Lisa A. Indelicato	Correspond with P. Feeney re fee statements for November, December and January (.2); prepare fee summary chart (.2).	0.40	200.00
02/10/23	Patrick Feeney	Review and revise proformas for AFS representation (.3); confer w/ L. Indelicato re same (.2).	0.50	370.00
02/13/23	Lisa A. Indelicato	Review November, December and January invoices for compliance with UST guidelines and local rules.	0.80	400.00
02/13/23	Patrick Feeney	Review and revise fee statement materials per comments from B. Goodman.	0.40	296.00
02/14/23	Lisa A. Indelicato	Internal discussions regarding invoices for monthly fee statements.	0.30	150.00
02/14/23	Patrick Feeney	Review proformas.	0.60	444.00
02/16/23	Lisa A. Indelicato	Internal discussions regarding status of fee statements and invoices.	0.20	100.00
02/17/23	Lisa A. Indelicato	Email to J. Gleit regarding revised invoices (.1); revise November fee statement (.3); prepare December fee statement (.5); prepare January fee statement (.5); emails to J. Gleit and P. Feeney re monthly fee statements (.3); arrange for printing and delivery of same to J. Gleit (.1).	1.80	900.00

044261 Vogel, Scott
 00014 Fee Applications
 March 21, 2023

Invoice Number 2210689
 Page 11

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/17/23	Patrick Feeney	Review and revise monthly fee statements.	0.60	444.00
02/21/23	Brett D. Goodman	Review of draft fee statements for November, December and January and prepare updates, revisions and correspondence regarding same.	1.50	1,560.00
02/21/23	Lisa A. Indelicato	Discussions with P. Feeney regarding invoices for monthly fee statements.	0.40	200.00
02/21/23	Patrick Feeney	Review and revise monthly fee statements (.9) confer w/ L. Indelicato re same (.4); correspondence with comments to K. Shea-DeLeon (.2).	1.50	1,110.00
02/22/23	Jeffrey R. Gleit	Revise November, December and January fee statements.	0.90	1,008.00
02/22/23	Lisa A. Indelicato	Review comments of B. Goodman to November, December and January monthly fee statements (.2); revise monthly fee statements accordingly (.2); call with P. Feeney re same (.3); email P. Feeney re time entries (.3); review B. Goodman's time entries (.2); review updated invoices (.2); revise November, December and January fee statements accordingly (.8); email revised fee statements and invoices to J. Gleit for review (.1).	2.30	1,150.00
02/22/23	Patrick Feeney	Review and revise fee statements (.6); confer with L. Indelicato re: same (.3).	0.90	666.00
02/23/23	Brett D. Goodman	Review of proposed final changes to fee statements and correspondence and comments to same.	0.50	520.00
02/23/23	Lisa A. Indelicato	Review J. Gleit's comments to monthly fee statements and invoices (.3); revise monthly fee statements for November, December and January (.7); review redactions to invoices (.2); assemble finalized fee statements with redacted invoices and internal discussions re same (.5); calendar dates to file monthly fee statements and interim fee application (.1).	1.80	900.00
02/23/23	Patrick Feeney	Review comments from J. Gleit to fee statements and revise/finalize accordingly (1.1); review notice requirements for S. Vogel (.1).	1.20	888.00

044261 Vogel, Scott
 00014 Fee Applications
 March 21, 2023

Invoice Number 2210689
 Page 12

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/27/23	Patrick Feeney	Finalize fee statement materials and correspond w/ N. Adzima re: same.	0.80	592.00
		Fee Total	19.40	\$13,324.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Jeffrey R. Gleit	0.90	1,120.00	1,008.00
Brett D. Goodman	2.30	1,040.00	2,392.00
Patrick Feeney	7.60	740.00	5,624.00
Lisa A. Indelicato	8.60	500.00	4,300.00
Timekeeper Summary Total	19.40		\$13,324.00

Current Fees	\$13,324.00
Subtotal For This Matter	\$13,324.00

044261 Vogel, Scott
 00016 Disclosure Statement and Plan Matters and Solicitation
 March 21, 2023

Invoice Number 2210689

Page 13

For Professional Services Rendered Through: February 28, 2023

Re: Disclosure Statement and Plan Matters and Solicitation

<u>Date</u>	<u>Timekeeper</u>	<u>Narrative</u>	<u>Hours</u>	<u>Value</u>
02/09/23	Brett D. Goodman	Review of Voyager liquidation analysis.	0.40	416.00
02/22/23	Brett D. Goodman	Review of TopCo Ad Hoc Group confirmation objection.	0.30	312.00
02/24/23	Brett D. Goodman	Review of TopCo Ad Hoc Group's objection to joint stipulation between debtors, FTX debtors, and respective UCCs.	0.10	104.00
02/24/23	Jeffrey R. Gleit	Review new objections to plan and Ad Hoc committee objection to stipulation.	1.10	1,232.00
02/27/23	Brett D. Goodman	Review of Ad Hoc Group's supplement opposition to amended plan.	0.10	104.00
02/27/23	Jeffrey R. Gleit	Review plan objections.	0.40	448.00
02/28/23	Brett D. Goodman	Review of reservation of rights from TopCo Independent Director.	0.10	104.00
02/28/23	Jeffrey R. Gleit	Review pleadings in support of confirmation.	1.40	1,568.00
Fee Total			3.90	\$4,288.00

Timekeeper Summary:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Jeffrey R. Gleit	2.90	1,120.00	3,248.00
Brett D. Goodman	1.00	1,040.00	1,040.00
Timekeeper Summary Total	3.90		\$4,288.00

Current Fees \$4,288.00

Subtotal For This Matter \$4,288.00

044261 Vogel, Scott

Invoice Number 2210689

Page 14

March 21, 2023

Current Fees For All Matters	\$80,764.00
Current Disbursements For All Matters	\$93.50
Total Amount Due This Invoice	<u>\$80,857.50</u>